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THE TORONTO STOCK EXCHANGE

18/9/69

FILING STATEMENT NO.1711
FILED, OCTOBER 3rd, 1969

[Handwritten signature]

LYTTON MINERALS LIMITED

Full corporate name of Company
Incorporated under the provisions of the Companies Act
(British Columbia) May 9, 1963
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

The Company proposes to grant to its shareholders of record at the close of business on October 6, 1969 the right to subscribe for additional shares on the basis of one share for each ten shares then held at the price of \$3.25 (Canadian funds) per share. The rights are exercisable at the offices of Guaranty Trust Company of Canada in Vancouver and Toronto and will expire 30 days after the date the offering is made which will be as soon as possible after necessary filing statements and securities commissions filings have been cleared. \$1,218,769.50 will be realized by the Company from the exercise of rights. All shares not subscribed for pursuant to the rights offering will be purchased from the Company at \$3.25 (Canadian funds) per share by Noray Mining Limited, a wholly owned subsidiary of The Patino Mining Corporation at no cost to the Company. No payment will be made to any person or company in connection with the obtaining of subscriptions. The shares referred to above are not registered under the Securities Act 1933 of the United States of America and amendments thereto and the Company will not accept subscriptions from any person or his agent who is, or appears to be, or who the Company has reason to believe is, a citizen or resident of the United States of America or any territory or possession thereof.

The Company understands that any shares acquired by Noray as referred to above will be held as an investment and not with a view to resale or distribution to the public until or unless compliance with the requirements of The Securities Act, 1966 (Ontario) have been met.

2. Head office address and any other office address.

602 West Hastings Street, Vancouver, B.C.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

NAME & OFFICE	ADDRESS	CHIEF OCCUPATION FOR THE PAST FIVE YEARS
G. H. Duff Director	7 Ridgeway Crescent Toronto 560, Ontario.	Mining and Exploration Consultant
W. C. Howard Director	10301-109th Street Edmonton, Alberta	Executive and Vice-President MacCoshams Van Lines Ltd.
E. Koblanski President & Director	1259 Chartwell Place North Vancouver, B.C.	Mining Executive
J. W. Lay Director & Secretary	Box 6, Puccini Drive R.R.#3, King City, Ontario	Secretary The Patino Mining Corporation
B. C. Macdonald Director	2890 Edgemont Boulevard North Vancouver, B.C.	Consulting Geologist
S. P. Ogryzlo Director	31 Gordon Road Willowdale, Ontario	Vice-President The Patino Mining Corporation
R. A. White Director & Assistant Secretary	1030 West Georgia Street Vancouver, B.C.	
F. van de Water Treasurer & Assistant Secretary	66 Broadway Avenue Apt. 2005 Toronto, Ontario	Controller The Patino Mining Corporation
H. F. Teney Assistant Secretary	47 Anderson Avenue Toronto 7, Ontario	Barrister & Solicitor

4. Share capitalization showing authorized and issued and outstanding capital.	Authorized 5,000,000 Class "A" common shares of no par value Issued 3,750,064																																																
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None																																																
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None, but see ITEM 1 ON PAGE 1																																																
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	See ITEM 1 ON PAGE 1																																																
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None																																																
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The following exploration and development program is planned for the La Verde copper deposits owned by Minas del Otono S.A. in the State of Michoacan, Republic of Mexico (See Schedule "E") with estimates of expenditures:</p> <table><tr><th colspan="2"></th><th>Estimated Expenditures</th></tr><tr><td colspan="3"><u>East Hill Area</u></td></tr><tr><td>1) Underground tunnelling to explore deposits and permit delimiting of the zones by drilling 2,000 feet at \$40 per foot</td><td>-</td><td>\$ 80,000</td></tr><tr><td>2) Underground diamond drilling 20,000 feet at \$4 per foot</td><td>-</td><td>80,000</td></tr><tr><td>3) Underground percussion drilling 10,000 feet at \$4 per foot</td><td>-</td><td>40,000</td></tr><tr><td>4) Surface diamond drilling 20,000 feet at \$10 per foot</td><td>-</td><td>200,000</td></tr><tr><td colspan="3"><u>West Hill Area</u></td></tr><tr><td>1) Underground tunnelling to explore deposits and permit delimiting of the zones by drilling 3,000 feet at \$40 per foot</td><td>-</td><td>120,000</td></tr><tr><td>2) Underground diamond drilling 30,000 feet at \$4 per foot</td><td>-</td><td>120,000</td></tr><tr><td>3) Underground percussion drilling 20,000 feet at \$4 per foot</td><td>-</td><td>80,000</td></tr><tr><td>4) Surface diamond drilling 25,000 feet at \$10 per foot</td><td>-</td><td>250,000</td></tr><tr><td colspan="3"><u>General Expense</u></td></tr><tr><td>Surveys and maps</td><td>-</td><td>15,000</td></tr><tr><td>Assaying</td><td>-</td><td>25,000</td></tr><tr><td>Engineering and overhead expense</td><td>-</td><td>50,000</td></tr><tr><td></td><td></td><td><u>\$1,060,000</u></td></tr></table>			Estimated Expenditures	<u>East Hill Area</u>			1) Underground tunnelling to explore deposits and permit delimiting of the zones by drilling 2,000 feet at \$40 per foot	-	\$ 80,000	2) Underground diamond drilling 20,000 feet at \$4 per foot	-	80,000	3) Underground percussion drilling 10,000 feet at \$4 per foot	-	40,000	4) Surface diamond drilling 20,000 feet at \$10 per foot	-	200,000	<u>West Hill Area</u>			1) Underground tunnelling to explore deposits and permit delimiting of the zones by drilling 3,000 feet at \$40 per foot	-	120,000	2) Underground diamond drilling 30,000 feet at \$4 per foot	-	120,000	3) Underground percussion drilling 20,000 feet at \$4 per foot	-	80,000	4) Surface diamond drilling 25,000 feet at \$10 per foot	-	250,000	<u>General Expense</u>			Surveys and maps	-	15,000	Assaying	-	25,000	Engineering and overhead expense	-	50,000			<u>\$1,060,000</u>
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FINANCIAL STATEMENTS

LYTTON MINERALS LIMITED
(No Personal Liability)

(Incorporated under the Companies Act, British Columbia)

BALANCE SHEET AS AT JULY 31, 1969

ASSETS

CURRENT ASSETS

Cash
Short-term securities
Accounts receivable - associated company
- other

\$ 6,431
48,300
3,209
1,702
59,642

INVESTMENTS IN MINING PROJECTS

Minas del Otoño, S.A.
Option to purchase shares
Advances
Direct expenditures
Deas Lake Mines Ltd.
Shares
Loans
Joint venture

180,577
562,210
125,402

139,472
189,900
7,220
1,204,781

FIXED ASSETS, at cost

Automotive and survey equipment
Less: Accumulated depreciation

11,068
6,803
4,265

OTHER ASSETS

Exploration and development expenditures,
at cost less amount written off

148,635
\$1,417,323

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts payable - associated company
- other
Amount owing to joint venture

\$ 19,045
11,623
307
30,975

SHAREHOLDERS' EQUITY

Share capital, Class 'A' common shares
of no par value with a maximum issue
price of \$3.00 per share
Authorized: 4,000,000 shares
Issued: 3,750,064 shares

1,567,506
181,158
1,386,348

Deficit

\$1,417,323

Signed on behalf of the Board:

Director

SALGAYZ

Director

James R

The accompanying notes are an integral part of these financial statements.

LYTTON MINERALS LIMITED

STATEMENT OF INCOME AND DEFICIT

FOR THE THREE MONTHS ENDED JULY 31, 1969

CORPORATE AND ADMINISTRATIVE COSTS

Rent	\$ 1,200
Office and general	639
Telephone and telegraph	848
Professional fees	700
	<u>3,387</u>
Interest income	3,621
Net income for the period	234
Deficit, April 30, 1969	<u>181,392</u>
Deficit, July 31, 1969	<u>\$181,158</u>

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE THREE MONTHS ENDED JULY 31, 1969

SOURCE OF FUNDS

Net income for the period	\$ 234
Sundry	600
	<u>834</u>

APPLICATION OF FUNDS

Investment in Minas del Otoño, S.A.	235,522
Exploration and development expenditures:	
British Columbia	20,894
Other	1,720
	<u>258,136</u>
Decrease in working capital	257,302
Working capital, April 30, 1969	<u>285,969</u>
Working capital, July 31, 1969	<u>\$ 28,667</u>

NOTES TO FINANCIAL STATEMENTS

AS AT JULY 31, 1969

INVESTMENTS IN MINING PROJECTS

The investments are shown at cost with the exception of the joint venture where amounts expended on abandoned properties have been written off.

MINAS DEL OTOÑO, S.A.

Minas del Otoño, S.A. (MINOSA) a Mexican corporation, owns certain mining properties in the State of Michoacán, Republic of Mexico. Under the terms of an agreement with the shareholders of MINOSA, the Company has the right to purchase in its name and in the name of Mexican citizens or companies, designated by it, all the outstanding shares of the company. This purchase option expires on August 4, 1970 and approximately \$1,000 of the purchase price remains to be paid.

The laws of the Republic of Mexico require 51% of the issued shares of the company to be owned by Mexican citizens or by Mexican companies, having the majority of their share capital owned by Mexican citizens approved by the Mexican authorities.

The investment in MINOSA is represented by the following:

Unexpended funds in Mexico	\$ 55,000
Exploration and development	
Examination, cost of property acquisition	255,000
Mapping, sampling, surveying	132,000
Drilling	247,000
Supervision, travel, site costs	179,000
	<u>813,000</u>
	<u>\$868,000</u>

DEAS LAKE MINES LTD.

The investment in shares of Deas Lake Mines Ltd. represents a 44% interest in the company. Development of the property is being financed by loans from the Company and Mitsui Mining & Smelting Co. Limited, which holds an equal interest in the project. Since the loans (including interest at 6%) are repayable out of profits, no interest has been accrued by the Company. A summary of the financial position of Deas Lake Mines Ltd. at July 31, 1969 is as follows:

Assets

Exploration and development	
Examination, cost of property acquisition	\$ 95,000
Mapping, sampling, surveying	46,000
Drilling	473,000
Supervision, travel, site costs	107,000
	<u>\$721,000</u>

Liabilities and Shareholders' Equity

Net current liabilities	\$ 2,000
Loans from shareholders	422,000
Share capital, less deficit	297,000
	<u>\$721,000</u>

EXPLORATION AND DEVELOPMENT EXPENDITURES

The exploration and development costs to date on properties being examined are as follows:

Examination, cost of property acquisition	\$ 23,000
Mapping, sampling, surveying	38,000
Drilling	51,000
Supervision, travel, site costs	37,000
	<u>\$149,000</u>

SHARE CAPITAL

Subsequent to the date of the balance sheet the Company applied to the Registrar of Companies for the Province of British Columbia for approval to amend the Company's Memorandum of Association to increase the authorized share capital to 5,000,000 Class "A" common shares of no par value with a maximum issue price of \$4.00 per share.

ENGINEER'S REPORT

NOTE-The following excerpts are from a report by G. H. Gibbs, B.A. Sc., P. Eng., dated September 12th, 1969, on mining property located in the State of Michoacan Mexico. Acopy of this report is on file with the Toronto Stock Exchange.

LYTTON MINERALS LIMITED

PROGRESS TO JUNE 20, 1969

Mexico Property

The La Verde mine was originally covered by three concessions - the La Verde, Ampliacion de La Verde, and Santa Casilda - all of which are under option to Lytton Minerals Limited. A Mexican company known as MINAS DEL OTONO, S.A., organized by Lytton Minerals Limited, has since acquired by denouncement 100% of eleven adjoining concessions and the entire property now includes the following concessions:

<u>Name</u> <u>Concessions Optioned</u>	<u>Title or</u> <u>Expediente (File) No.</u>	<u>Area</u> <u>(acres)</u>
La Verde	T-119506	111.20
Ampliacion de La Verde	T-142271	222.39
Santa Casilda	T-150203	352.80
	Total area optioned -	686.39

Concessions Owned by Minas Del Otono, S.A.

Maria de Los Angeles	T-148718	877.42
Sonia	T-149364	862.38
Maria Teresa No. 1	E-4280	633.66
Maria Teresa No. 2	T-150359	199.42
La Tira	E-4608	2.95
Juarez	E-4748	1,223.14
Hidalgo	E-4749	976.23
Morelos	E-4750	712.78
Guerrero	E-4751	477.37
Allende	E-4752	1,210.79
Madero	E-4753	1,183.13
	Total area owned -	8,359.27
	Total area held -	9,045.66

The location is twenty-four miles due south of the town of Uruapan, Michoacan, population, 75,000. The concessions form a contiguous group about 5.3 miles east-west by 2.9 north-south.

Exploration

Mining at La Verde started some seventy years ago and was carried on intermittently in a small way until 1967 when the property was taken under option by Lytton Minerals Limited. Several pits, shafts and short tunnels were put into richest mineralized zones, and shipments of hand-sorted high grade ore were made to the smelter at San Luis Potosi during these early operations. Work was by hand steel and only a few thousand tons of ore running several percent in copper were shipped.

Exploration completed under the direction of Lytton Minerals Limited in the two years to June 1, 1969 includes:

- 1) Topographic mapping of an area of 2,372 acres to scale 1/1000, with a two-metre contour interval.
- 2) Geologic mapping of the known mineralized areas.
- 3) A Magnetometer survey, an Induced Potential survey and a soil geochemical survey over an area of 610 acrea. These surveys were carried out on lines fifty to one hundred metres apart with stations every twentyfive metres, in all twenty six miles of line being run.
- 4) Underground tunnelling in two adits totalling 2,109 feet of advance.
- 5) Surface diamond drilling in 22 holes totalling 13,935 feet of drilling.
- 6) Underground diamond drilling in four holes totalling 770 feet of drilling.
- 7) Surface percussion drilling in 50 holes totalling 6,880 feet of drilling.
- 8) Underground percussion drilling in 52 holes totalling 5,932 feet of drilling.

<u>Orebody</u>	<u>Strike Length Explored</u>	<u>Indicated Av. Hor. Width</u>	<u>Short Tons/ Vertical Foot</u>	<u>Avgge % Cu</u>
7A	1,125 feet	144	13,520	0.64
7B	380 feet	54	1,700	1.91
Total			15,220	0.78

The orebodies are parallel, and strike at an angle to the direction of the drill holes.

Both orebodies are open on strike in both directions.

Two diamond drill holes in this orebody at a higher horizon show weaker intersections (2.64% over 20 feet and 0.35% over 355 feet, respectively). One hole, now drilling at a deeper horizon (averaging 900 feet below surface), is showing a strong intersection, not yet assayed.

Anomaly 8

This area has been tested by one diamond drill hole which returned intersections of 0.79% copper over 20 feet, 0.42% over 47 feet and 1.79% over 55 feet. Additional drilling will be done in this anomaly. The centre of the anomaly is 1,100 feet south of the centre of NO. 7A orebody.

The other anomalies, Nos. 2, 4, 5, 9, and 10 in the area surveyed, remain essentially untested.

Summary of Exploration Results

Underground exploration and drilling in area Nos. 1 and 7 permits the following estimate:

<u>Ore Area</u>	<u>Strike Length Explored</u>	<u>Indicated Hor. Width</u>	<u>Short Tons/ Vertical Foot</u>	<u>Avgge % Cu</u>
1	650 feet	270 feet	14,650	1.11
7A	1,125 feet	144 feet	13,520	0.64
7B	380 feet	54 feet	1,700	1.91
Total and average	-	-	29,870	0.94

The calculation is made using a cut-off grade of 0.4% copper, assays as reported with no dilution allowance, and a factor of 12 cubic feet per ton of ore. Insufficient exploration has been done at various horizons to permit a volume estimate. Ore grade values have been shown to persist to vertical depths of 570 feet in the No. 1 area, and 900 feet in the No. 7 area, deeper horizons being untested.

2) drilling has suggested that the possibilities of commercial ore occurring in Areas 3 and 8 are favourable, and in Area 6 are unfavourable.

3) Areas 2, 4, 5, 9 and 10 remain essentially untested, and large areas of the igneous complex which contains the orebodies outcrop on the property and have not been explored by any survey method.

4) Physical conditions and facilities for open-pit mining on the property are very good.

Summary of Metallurgical Test Work

Limited test work has been done on the ore by a Canadian research laboratory, and indicates no problems in straight flotation. A concentrate assaying 30.7% copper with 93.4% recovery of the copper was made. Gold and silver content does not add significantly to the value of the ore.

Condlusions and Recommendations

The objective of this development work is to prove up a large tonnage of profitable open-pit ore. Additional work required to do so is justified by the indications to-date and include:

1) Additional tunnelling in the No. 1 area, extending over to the No. 3 area, and detailed underground drilling from these openings.

2) Additional surface drilling in the Nos. 7 and 8 areas and underground work in the No. 7 area, extending to the No. 8 area if surface drilling indicates it is desirable; detailed drilling from these openings.

3) Surface diamond drilling in the No. 2, 4, 5, 9 and 10 areas.

Exploration Results

The Induced Potential survey indicated ten anomalies in the area covered, having the following characteristics:

<u>Anomaly</u>	<u>Maximum Chargeability with Background of 3 Ms</u>	<u>Length of Anomaly at Chargeability Stated</u>
1	9.5 MS	2,000 feet at 5MS
2	6.3	850 feet at 5 MS
3	7.4	800 feet at 5 MS
4	6.5	Open to west
5	6.8	Open to west
6	12.8	700 feet at 10 MS
7	14.8	2,600 feet at 10 MS
8	15.5	900 feet at 11 MS
9	14.5	1,000 feet at 11 MS
10	11.4	Open to west

The Soil Geochemical survey showed large parts of the area covered to be anomalous for copper, with values over 1,000 parts per million copper being found associated with all ten of the Induced Potential anomalies, compared with a background of 100 parts per million copper.

The Magnetometer survey showed irregular areas with anomalies of up to 1,400 gammas above the general background. The areas of Induced Potential anomaly, soil geochemical anomaly and known mineralization are generally in areas of low magnetic susceptibility.

Underground exploration has been confined to the area of Anomaly 1. Diamond drilling has been carried out in the areas of Anomalies 1, 3, 6, 7 and 8. The other anomaly areas remain untested. Exploration results will be summarized by anomaly area.

Anomaly 1

All of the underground tunnelling, the underground diamond drill and percussion holes, and eleven of the twenty-two surface diamond drill holes have been carried out in this area. The work has been mostly done at the horizon of two tunnels (elevation of main portal 1,752 feet), which varies from a depth below surface of 0 to 500 feet, vertically.

At the tunnel horizon the underground and drill hole sampling have indicated an orebody of 14,650 short tons per vertical foot grading 1.11% copper, calculated using a cut-off grade of 0.4% copper, with no dilution allowance and all assays taken as reported. This orebody is open to the east and west. Three inclined holes under it did not cut ore, but it appears that the orebody dips north above the drill intersections.

At the tunnel elevation the orebody has an explored length of 650 feet and average width of 270 feet.

Some 370 feet north of this orebody the tunnel has cut another orebody which crosscutting and drifting have exposed for a length of 240 feet east-west and width of 190 feet north-south. Insufficient work has been done to permit a tonnage estimate. Face samples have averaged 0.93% copper and muck samples 0.77% for the area opened up. Two surface diamond drill holes into this orebody had returned assays of 0.76% copper over 136 feet and 0.77% over 438 feet, the holes being inclined at -45° and -60° apart, respectively, and averaging 175 feet apart, horizontally.

Anomaly 3

Two diamond drill holes in this anomaly, parallel, inclined at -45° and 130 feet apart, have intersections of 0.37% copper over 253 feet, and 0.45% over 406 feet, respectively. A third hole, S-23, now drilling, will have a substantially better intersection but assays have not been received. The centre of this anomaly is 1,300 feet northeast of the centre of No. 1 orebody.

Anomaly 6

One diamond drill hole has an intersection of 0.74% copper over one foot. No other drilling has been done in the anomaly.

Anomaly 7

This anomaly has been explored by eight diamond drill holes, parallel, dipping at 35 to 45 degrees, and covering a strike length of 950 feet. The centre of the area explored is 5,300 feet west of the centre of No.1 orebody.

Six of the holes are at approximately the same horizon (averaging 550 feet below surface) and they indicate two orebodies having the following characteristics:

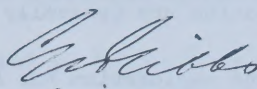
4) Extension of geological mapping and geochemical soil sampling to all areas of the favourable intrusive igneous complex on the property. Induced Potential surveys and diamond drilling of any favourable areas indicated by this work.

Canada

In the last year, the Company in partnership with Mitsui Mining and Smelting Company, completed 37 holes totalling 21,726 feet in further exploration of the porphyry copper deposit near Dease Lake in northern British Columbia. The results of this drilling increased the indicated tonnage to 20 million tons grading 0.44 per cent copper.

The Company conducted prospecting and exploration programs in British Columbia and the Yukon. Two field parties prospected for uranium and base metals in Saskatchewan without success.

Respectfully submitted,



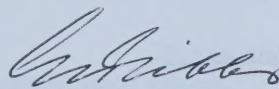
Toronto, Canada
September 12, 1969

G. H. Gibbs, B.A.Sc., P.Eng.

CERTIFICATION

I, Gordon Holmes Gibbs, of the City of Toronto, Canada hereby certify:

- (1) That I am a graduate in Mining Engineering of the University of Toronto (1931) residing at 53 Beechwood Avenue, Willowdale, Ontario and have practiced in this profession for more than 30 years.
- (2) That I am a member of the Association of Professional Engineers of Ontario
- (3) That I have not, directly or indirectly, acquired or received, nor do I expect to receive any interest in the properties of Lytton Minerals Limited or any affiliate thereof.
- (4) That this report is based on Company records and reports and not on a personal examination of the properties.



Toronto, Canada
September 12, 1969

G.H. Gibbs, B.A.Sc., P.Eng.

10. Brief statement of company's chief development work during past year.	<p>Exploration and development work completed in the past 12 months in the La Verde copper deposits included the following:</p> <ul style="list-style-type: none"> a) Detailed geological map over 1,000 acres b) Magnetometer survey over 600 acres c) Underground tunnelling in two adits totalling 2,317 feet d) Underground diamond drilling totalling 1,300 feet e) Underground percussion drilling totalling 3,000 feet f) Surface diamond drilling totalling 15,100 feet g) Surface percussion drilling totalling 6,300 feet 										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tbody> <tr> <td>The Patino Mining Corporation Suite 1401 7 King Street East Toronto 1, Ontario</td><td>1,465,000</td></tr> <tr> <td>Con-Shawkey Gold Mines Ltd. 185 Bay Street Toronto, Ontario</td><td>150,000</td></tr> <tr> <td>Kirkland Townsite Gold Mines Ltd. c/o G. H. D. Consultants Limited Suite 755 185 Bay Street Toronto, Ontario</td><td>100,000</td></tr> <tr> <td>Doherty Roadhouse & McCuaig Brothers 30th Floor Simpson Towers 401 Bay Street Toronto, Ontario</td><td>278,655</td></tr> <tr> <td>Merrill, Lynch, Pierce, Fenner & Smith Inc. 11 King Street West Toronto, Ontario</td><td>94,846</td></tr> </tbody> </table> <p>The above shareholders other than Doherty Roadhouse & McCuaig Brothers and Merrill, Lynch, Pierce, Fenner & Smith Inc. are the beneficial owners of such shares. The Company is not aware of the beneficial ownership of the shares registered in the name of Doherty Roadhouse & McCuaig Brothers and Merrill, Lynch, Pierce, Fenner & Smith Inc.</p>	The Patino Mining Corporation Suite 1401 7 King Street East Toronto 1, Ontario	1,465,000	Con-Shawkey Gold Mines Ltd. 185 Bay Street Toronto, Ontario	150,000	Kirkland Townsite Gold Mines Ltd. c/o G. H. D. Consultants Limited Suite 755 185 Bay Street Toronto, Ontario	100,000	Doherty Roadhouse & McCuaig Brothers 30th Floor Simpson Towers 401 Bay Street Toronto, Ontario	278,655	Merrill, Lynch, Pierce, Fenner & Smith Inc. 11 King Street West Toronto, Ontario	94,846
The Patino Mining Corporation Suite 1401 7 King Street East Toronto 1, Ontario	1,465,000										
Con-Shawkey Gold Mines Ltd. 185 Bay Street Toronto, Ontario	150,000										
Kirkland Townsite Gold Mines Ltd. c/o G. H. D. Consultants Limited Suite 755 185 Bay Street Toronto, Ontario	100,000										
Doherty Roadhouse & McCuaig Brothers 30th Floor Simpson Towers 401 Bay Street Toronto, Ontario	278,655										
Merrill, Lynch, Pierce, Fenner & Smith Inc. 11 King Street West Toronto, Ontario	94,846										

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The Patino Mining Corporation Suite 1401 7 King Street East Toronto 1, Ontario
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	2,199,997 shares Deas Lake Mines Ltd. Cost \$139,472, no present quoted market value.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>The Company is party to an agreement made the 9th day of February, 1967 (amended December 27, 1968) with Jose Maria Flores Barron (Flores) of 43, Zaragoza Street, Celaya, Guanajuato, Mexico, whereby Flores has granted to the Company the option to purchase all shares of Minas del Otono, S.A. (Minosa) in its name and in the name of Mexican citizens or companies designated by it. This purchase option was to expire on August 4, 1969 but has been extended for a period of one year. 10,000 pesos (approximately \$800 U.S.) remains outstanding on account of the purchase price and Flores is to receive for the extension 3,125 pesos (approximately \$250 U.S.) monthly during the extension of the option.</p> <p>The laws of the Republic of Mexico require 51% of the issued shares of Minosa to be owned by Mexican citizens or by Mexican companies having the majority of their share capital owned by Mexican citizens approved by the Mexican authorities. If the option is exercised, the Company will seek to comply with these requirements of Mexican law on the most advantageous terms available to the Company.</p>
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	None. At the date hereof, no shares of the Company are in the course of primary distribution to the public.

CERTIFICATE OF THE COMPANY

DATED September 16, 1969

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

LYTTON MINERALS LIMITED

"E. LOBLANSKI "

By

E. Lobanski
President

CORPORATE
SEAL

"F. VAN DE WATER "

And

F. Van de Water
Treasurer

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

NORAT MINING LIMITED

"P. J. KEENAN "

P. J. Keenan
Vice President

